From:	Kevin Wajdenbaum <kevin@fwmk-law.co.il>
To:	ehbarak <ehbarak1@gmail.com>
CC:	Tomer Toor <Tomer@fwmk-law.co.il> Udi Knaani <Udi@fwmk-law.co.il> Priell Nili Barak (nilipriell@gmail.com) <nilipriell@gmail.com>
Date:	Thu, 2/18/2016 9:27:03 PM
Subject:	RE: Sum (EB) 2015 - Limited Partnership - Investment Agreement

אהוד שלום,
מצ"ב דו"ח חתום כפי שקיבלנו מריפורטי.
אנו נפעל לקידום השלמת העסקה מול החברה.
בברכה,
קווין

The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you received this in error (whether inadvertently addressed to you, or if forwarded to you by a recipient), please contact the sender and delete the material from any computer.

-----Original Message-----
From: Kevin Wajdenbaum
Sent: Sunday, February 14, 2016 12:23 PM
To: ehbarak
Cc: Tomer Toor; Udi Knaani; Priell Nili Barak (nilipriell@gmail.com)
Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment Agreement

אהוד ונילי שלום,

ראשית זאת לעדכן אתכם כי הסכם ההשקעה עם ניקול נחתם ע"י הצד השני וסכום ההשקעה הועבר לחשבון הבנק של ארגו (ראו אישור סוויפט מצ"ב).
בהזדמנות קרובה נא בדקו ואשרו כי הסכום התקבל בחשבון זה (500,000 דולר).

כמו כן, בנוגע להשלמת אבן הדרך של החברה - נשמח לקבל עותק מההתכתבויות שציינת מטה.
לבסוף אנא עדכן אותנו מתי מבחינתך כדאי שניצור קשר ישיר מול אמיר ועורכי הדין של החברה לקידום העניין.

בברכה,
קווין

The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you received this in error (whether inadvertently

addressed to you, or if forwarded to you by a recipient), please contact the sender and delete the material from any computer.

-----Original Message-----
From: ehbarak [mailto:ehbarak1@gmail.com]
Sent: Friday, February 12, 2016 2:12 AM
To: Tomer Toor
Cc: Kevin Wajdenbaum; Udi Knaani
Subject: Re: Sum (EB) 2015 - Limited Partnership - Investment Agreement

Hi Tomer
I sent Nicole the email yesterday night. Following a further telco withCEO Amir, to verify that we all agree on it.
The Advisory board wIll hopefully be established within two month.
I already asked Amir to resend to me the email regard to the milestone they committed to and slightly modified/ didn't fully reach.
Try to complete all transaction by Monday.
Best
EB

Sent from my iPhone

> On 11 Feb 2016, at 13:42, Tomer Toor wrote:
>
> Dear Ehud,
> Just to remind that we need to send Nicole an email from you regarding her prospective appointment to the advisory board.
> Their lawyer informed me (below) that the investment is hold until such email is issued.
> I asked them still to proceed but in the meantime let me know how can we promote this matter.
>
> I am at your service.
> Tomer
>
>
> _____
> From: Tomer Toor
> Sent: Thursday, February 11, 2016 8:34 PM
> To: Dubi Gross
> Cc: Kevin Wajdenbaum; Carter-Silk, Alexander
> (ACarter-Silk@brownrudnick.com) (ACarter-Silk@brownrudnick.com); Alan
> Merriman (alan@elkstonecapital.com) (alan@elkstonecapital.com);
> junkermann@junkermanngroup.com; יוני ראף - Yoni Raff
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Dubi, I will check the status with our client who is currently traveling abroad and has limited availability.
> I would also deliver him the message below and assume that he will be disappointed to discover that this is holding the process.
>
> Also, just to clarify, our client is not authorized to issue an "appointment letter" but can confirm to your client that he spoke with the CEO who has assured that once the company will establish the advisory board, your client shall be appointed as one of its members.

> Kindly verify if your client willing to proceed with execution without delay, based on the abovementioned statement, to be reinforced by our client email as soon as possible.
>
> Best,
> Tomer
>
>
>
> _____
> From: Dubi Gross [jdgross@Gornitzky.com]
> Sent: Thursday, February 11, 2016 7:26 PM
> To: Tomer Toor
> Cc: Kevin Wajdenbaum; Carter-Silk, Alexander
> (ACarter-Silk@brownrudnick.com) (ACarter-Silk@brownrudnick.com); Alan
> Merriman (alan@elkstonecapital.com) (alan@elkstonecapital.com);
> junkermann@junkermanngroup.com; יוני ראף - Yoni Raff; Dubi Gross
> Subject: Re: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Tomer, please can you see to it that the advisory board appointment letter is provided; this is delaying execution/payment. Many thanks.
>
> Dubi Gross
> Advocate, Partner
> Gornitzky & Co.
> Direct dial: +972 (0)3 710 9156
>
> This e-mail (including any attachments) is for sole use of the intended recipient and may contain confidential information which may be protected by legal privilege.
>
> On 11 Feb 2016, at 11:36, Tomer Toor > wrote:
>
> Dubi,
> In the interest of time we send you the attached signed copies of the agreement and of the applicable resolution of the GP.
> This can be released to your client only upon providing a countersigned copy of the agreement by the Investor.
>
> EB is currently traveling abroad but will send the letter (re. advisory board appointment) to Nicole separately, shortly.
>
> Kindly confirm that the process of transfer of fund, pursuant the agreement, has been initiated.
> Tomer
>
>
>
> The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you received this in error (whether inadvertently addressed to you, or if forwarded to you by a recipient), please contact the sender and delete the material from any computer.
>

> From: Dubi Gross [mailto:jdgross@Gornitzky.com]
> Sent: Wednesday, February 10, 2016 6:34 PM
> To: Kevin Wajdenbaum; Tomer Toor
> Cc: Carter-Silk, Alexander
> (ACarter-Silk@brownrudnick.com)
> (ACarter-Silk@brownrudnick.com);
> Alan Merriman
> (alan@elkstonecapital.com)
> (alan@elkstonecapital.com);
> junkermann@junkermanngroup.com;
> יוני ראף - Yoni Raff; Dubi Gross
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Kevin,
>
> Here is Montilla's signature Block:
>
>
> Signed by: ……
> Director
>
> For and on behalf of
> MONTILLA INTERNATIONAL CORPORATION
>
>
>
> From: Kevin Wajdenbaum [mailto:kevin@fwmk-law.co.il]
> Sent: Wednesday, February 10, 2016 4:52 PM
> To: יוני ראף - Yoni Raff; Tomer Toor
> Cc: Dubi Gross; Carter-Silk, Alexander
> (ACarter-Silk@brownrudnick.com)
> (ACarter-Silk@brownrudnick.com);
> Alan Merriman
> (alan@elkstonecapital.com)
> (alan@elkstonecapital.com);
> junkermann@junkermanngroup.com
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Dear Yoni,
> Thank you for this update. We are taking all of this through our client and hope to inform you shortly that we have the relevant signatures and that we are ready to exchange executed documents.
> Also attached please find wire instructions for the said investment to be transferred via the GP bank account.
> Kind regards,
> Kevin
>
>
> The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other

than the intended recipient is prohibited. If you received this in error (whether inadvertently addressed to you, or if forwarded to you by a recipient), please contact the sender and delete the material from any computer.
>
> From: יוני ראף - Yoni Raff [mailto:yonir@Gornitzky.com]
> Sent: Wednesday, February 10, 2016 3:56 PM
> To: Tomer Toor
> Cc: Dubi Gross; Carter-Silk, Alexander
> (ACarter-Silk@brownrudnick.com)
> (ACarter-Silk@brownrudnick.com);
> Alan Merriman
> (alan@elkstonecapital.com)
> (alan@elkstonecapital.com);
> junkermann@junkermanngroup.com;
> Kevin Wajdenbaum
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Tomer,
>
>
> Please find attached an execution copy of the Investment Agreement (dated tomorrow's date) after we accepted all your changes. I will send you Montilla's signature block as soon as received.
>
> As I understand was explained at the beginning of this process, it will take at least 48 hours for us to receive signatures and to process the wire transfer – to that end, please send us the wire instructions as soon as possible. Please also send us an executed board resolution and the advisory board appointment letter – we will not confirm closing until received.
>
> In addition, we are working on getting you the letter on the beneficial ownership of Montilla and hope to send that to you in the coming days.
>
> Best regards,
>
> Yoni
>
>
>
>
> Yehonatan Raff I Advocate
> 45 Rothschild Blvd. Tel-Aviv 6578403, Israel
> D. +972.3.7109548 O. +972.3.7109191
> F. +972.3.5606555
> yonir@gornitzky.com I
> www.gornitzky.com
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>
> From: Tomer Toor [mailto:Tomer@fwmk-law.co.il]

> Sent: Tuesday, February 09, 2016 5:52 PM
> To: יוני ראף - Yoni Raff
> Cc: Dubi Gross; Carter-Silk, Alexander
> (ACarter-Silk@brownrudnick.com)
> (ACarter-Silk@brownrudnick.com);
> Alan Merriman
> (alan@elkstonecapital.com)
> (alan@elkstonecapital.com);
> junkermann@junkermanngroup.com;
> Kevin Wajdenbaum
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Yoni,
> This is to update that following internal discussion with our client we have made one more modification to the agreement and accordingly agreed to reinsert one of your request.
> Please see markups of Section 5.6 in the attached revised version of the agreement.
>
> At this very late date and with the pressure our client receives from Reporty (claiming for real damage caused by this delaying process), we must know if your client is willing to execute this version and consummate the transaction tomorrow or rather has any further reservation.
>
> We would appreciate your cooperation in providing your response to the aforesaid as soon as possible, so we could advise our client how to proceed.
> Regards,
> Tomer
>
>
>
>
> The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you received this in error (whether inadvertently addressed to you, or if forwarded to you by a recipient), please contact the sender and delete the material from any computer.
>
>
> From: Tomer Toor
> Sent: Tuesday, February 09, 2016 12:13 PM
> To: 'יוני ראף - Yoni Raff'
> Cc: Dubi Gross; Carter-Silk, Alexander
> (ACarter-Silk@brownrudnick.com)
> (ACarter-Silk@brownrudnick.com);
> Alan Merriman
> (alan@elkstonecapital.com)
> (alan@elkstonecapital.com);
> junkermann@junkermanngroup.com;
> Kevin Wajdenbaum
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Yoni
> Thank you for this.

> Attached please find our corresponding version with only a couple of markups.
> If you (or our client who received this simultaneously) have no further comment, we would proceed to execution.
> Otherwise I will be glad to call and discuss.
>
> Other note – for our records and general legal issues concerning our client, we would need a legal (side) letter confirming the ultimate controlling/owner person of the BVI entity of your client.
> Tomer
>
>
>
>
> The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you received this in error (whether inadvertently addressed to you, or if forwarded to you by a recipient), please contact the sender and delete the material from any computer.
>
>
> From: יוני ראף - Yoni Raff [mailto:yonir@Gornitzky.com]
> Sent: Monday, February 08, 2016 7:44 PM
> To: Tomer Toor
> Cc: Dubi Gross; Carter-Silk, Alexander
> (ACarter-Silk@brownrudnick.com)
> (ACarter-Silk@brownrudnick.com);
> Alan Merriman
> (alan@elkstonecapital.com)
> (alan@elkstonecapital.com);
> junkermann@junkermanngroup.com;
> Kevin Wajdenbaum
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Tomer,
>
> Please find attached our mark-up to the investment agreement. The notion of the “approval of the majority of the Preferred Rights holders” and the overallotment on exercise of rights (Section 5.2 and new Section 5.4) are still under review by our client and are therefore not reflected in the attached draft, but we note they remain open points subject to our client’s further instructions.
>
> As you will see in the attached draft, we have proposed a number of changes to try to accommodate some of your requests, however there are still a number of issues which we have reinstated since our clients view is that these are reasonable protections for a minority investors. We therefore hope that our new proposals as well as the points we have reinstated can be accepted. If however, they are not, we would like to arrange a call to receive an appropriate explanation as to why you do not accept these points.
>
> Best regards,
>
> Yoni
>
>
>

> Yehonatan Raff I Advocate
> 45 Rothschild Blvd. Tel-Aviv 6578403, Israel
> D. +972.3.7109548 O. +972.3.7109191
> F. +972.3.5606555
> yonir@gornitzky.com I
> www.gornitzky.com
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>
> From: Tomer Toor [mailto:Tomer@fwmk-law.co.il]
> Sent: Sunday, February 07, 2016 5:51 PM
> To: יוני ראף - Yoni Raff
> Cc: Dubi Gross; Carter-Silk, Alexander
> (ACarter-Silk@brownrudnick.com)
> (ACarter-Silk@brownrudnick.com);
> Alan Merriman
> (alan@elkstonecapital.com)
> (alan@elkstonecapital.com);
> junkermann@junkermanngroup.com;
> Kevin Wajdenbaum
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Yoni,
> Attached please find is a revised Investment Agreement, prepared by us after consulting with EB (but still remain subject to his review and comments if any).
>
> Unfortunately, due to the reasons already discussed and specified, we had to reject again the veto rights that you suggested.
> However, EB did agree that the consent of the majority of the holders of preferred rights will be needed before the Partnership can provide any preferential right to third party investor.
>
> Should you believe that EB still need to call and discuss with Nicole, any of the issues here, please let us know as soon as possible.
>
> In any event we appreciate your responsiveness and cooperation so far but I would like to emphasize that we must do our best to finalize this document by tomorrow.
>
> Regards,
> Tomer
>
>
>
>
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addressed to you, or if forwarded to you by a recipient), please contact the sender and delete the material from any computer.
>
>
> From: יוני ראף - Yoni Raff [mailto:yonir@Gornitzky.com]
> Sent: Thursday, February 04, 2016 5:21 PM
> To: Tomer Toor
> Cc: Dubi Gross; Carter-Silk, Alexander
> (ACarter-Silk@brownrudnick.com)
> (ACarter-Silk@brownrudnick.com);
> Alan Merriman
> (alan@elkstonecapital.com)
> (alan@elkstonecapital.com);
> junkermann@junkermanngroup.com
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Tomer,
>
> Please find attached the amended Investment Agreement in accordance with the items discussed earlier today.
>
> Please note, in the interest of time this is being sent to you concurrently with our client and therefore remains subject to its review and comment in all respects.
>
> Best regards,
>
> Yoni
>
>
>
>
>
> Yehonatan Raff I Advocate
> 45 Rothschild Blvd. Tel-Aviv 6578403, Israel
> D. +972.3.7109548 O. +972.3.7109191
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> yonir@gornitzky.com I
> www.gornitzky.com
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>
> From: Tomer Toor [mailto:Tomer@fwmk-law.co.il]
> Sent: Thursday, February 04, 2016 3:39 PM
> To: יוני ראף - Yoni Raff
> Cc: Dubi Gross
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>

> הי יוני,
> ראה הפסקה הרלוונטית מטה
> תומר
>
>
> 1.1. In the event that and immediately at such time as Mr. Ehud Barak becomes permanently disabled (god forbid) and/or for any reason the management and business of the General Partner shall no longer be subject to Mr. Ehud Barak's ultimate control (including, but not limited to, where Mr. Ehud Barak holds less than the minimum percentage interest in the General Partner required in order for him alone to dictate the decisions and actions of the General Partner), the General Partner shall take no further action with respect to the management and operation of the Partnership until it first gives Southern written notice of such event and Southern has a reasonable period of time within which to determine whether or not to replace the General Partner with a new general partner of the Partnership as hereinafter provided. Southern shall have the right to replace the General Partner and appoint anyone on their behalf as a new general partner of the Partnership who shall be authorized to continue the management and operation of the Partnership based on the same purposes and principles used by the General Partner with respect to the Partnership investment in Reporty. In the event Southern determines to replace the General Partner with a new general partner of the Partnership, then thereafter the General Partner shall have no authority to take, and it shall not take, any further action with respect to the management and operation of the Partnership. In the event Southern determines not to replace the General Partner, then upon receipt of written confirmation from Southern of the decision not to replace the General Partner, the General Partner may continue with the management and operation of the Partnership. Southern shall not unreasonably delay any determination of whether or not to replace the General Partner with a new general partner of the Partnership.
>
>
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>
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>
>
> From: יוני ראף - Yoni Raff [mailto:yonir@Gornitzky.com]
> Sent: Thursday, February 04, 2016 3:23 PM
> To: Tomer Toor
> Cc: Dubi Gross
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> תומר,
>
> נא תשלח אלי את הפסקה בנוגע לניהול ה-GP וכו' במקרה של מחלה.
>
> תודה
>
> יוני
>
>
>

> Yehonatan Raff | Advocate
> 45 Rothschild Blvd. Tel-Aviv 6578403, Israel
> D. +972.3.7109548 O. +972.3.7109191
> F. +972.3.5606555
> yonir@gornitzky.com |
> www.gornitzky.com
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>
> From: Tomer Toor [mailto:Tomer@fwmk-law.co.il]
> Sent: Thursday, February 04, 2016 2:18 PM
> To: יוני ראף - Yoni Raff; Dubi Gross
> Cc: Carter-Silk, Alexander; Kevin Wajdenbaum
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Hi Dubi and Yoni,
> Can you please update when can we expect to receive your response to this agreement.
> We really need to finalize this matter as soon as possible.
> Thanks,
> Tomer
>
>
>
>
> The information transmitted is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited. If you received this in error (whether inadvertently addressed to you, or if forwarded to you by a recipient), please contact the sender and delete the material from any computer.
>
>
> From: Tomer Toor
> Sent: Tuesday, February 02, 2016 5:50 PM
> To: 'יוני ראף - Yoni Raff'
> Cc: Dubi Gross; Carter-Silk, Alexander
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Yoni,
>
> Thank you for this.
>
> Attached please find is a revised version of the agreement, prepared against your version.
> We accepted and cleaned in the document all agreed changes and left marked our corresponding response.
>

> Please note, that this is being provided to our client simultaneously and as such remains subject to their review and comment, if any.
> Still, due to the time constrains, we suggest that any further clarification or issue you may have here will be discussed between us over the phone and we will be glad to make ourselves available for such discussion when needed.
>
> Regards,
> Tomer
>
>
>
>
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>
>
> From: יוני ראף - Yoni Raff [mailto:yonir@Gornitzky.com]
> Sent: Monday, February 01, 2016 11:58 AM
> To: Tomer Toor
> Cc: Dubi Gross; Carter-Silk, Alexander
> Subject: RE: Sum (EB) 2015 - Limited Partnership - Investment
> Agreement
>
> Tomer,
>
> Please find attached a draft of the Investment Agreement for your review.
>
> Please note, in the interest of time this is being sent to you concurrently with our client and therefore remains subject to its review and comment in all respects.
>
> Best regards,
>
> Yoni
>
>
>
>
> Yehonatan Raff | Advocate
> 45 Rothschild Blvd. Tel-Aviv 6578403, Israel
> D. +972.3.7109548 O. +972.3.7109191
> F. +972.3.5606555
> yonir@gornitzky.com |
> www.gornitzky.com
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>
> From: Tomer Toor [mailto:Tomer@fwmk-law.co.il]
> Sent: Sunday, January 31, 2016 8:38 PM
> To: Dubi Gross
> Cc: יוני ראף - Yoni Raff
> Subject: Re:
>
> Hi. The commercial understanding is that the entire $1.5M if the SPA with Reporty will provide the financier 50% and EB is left with 50% due to his other non monetary contribution.
>
> Accordingly Nicole's $0.5M out of the $1.5m will entitle her with 16.667% of the partnership interest (and 1/3 of the preferred rights).
> Tomer
>
> _____
> Tomer Toor, Adv.
> Furth, Wilensky, Mizrachi, Knaani - Law Offices
> 1 Azrieli Center, Tel Aviv 67021
>
> Tel: 972-3-6070800
> Fax: 972-3-6097797
>
>
>
> On 31 Jan 2016, at 7:37 PM, Dubi Gross > wrote:
> Hi. Quick question: if Ehud contributed zero, Jeff contributed 1mm and Nicole contributes 500,000, how do we reach 1/3 each?
> Dubi Gross
> Advocate, Partner
> Gornitzky & Co.
> Direct dial: +972 (0)3 710 9156
>
> This e-mail (including any attachments) is for sole use of the intended recipient and may contain confidential information which may be protected by legal privilege.
> > - Signed.pdf>
> > Agreement - Executed by Barak.pdf>
>
>
>
>
> Click here to report this message as
> SPAM
> -- Powered by ATERA Networks --
>
>
>

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